

ACCOUNT NO.: 072100000032

REFERENCE: 875534

7142288

AUTHORIZATION :

\$ 125.00 COST LIMIT :

ORDER DATE: October 25, 2000

ORDER TIME : 2:09 PM

ORDER NO. : 875534-005

CUSTOMER NO: 7142288

CUSTOMER: Ms. Barbara Stevens

Sharon M. Zuccaro, Esq.

Suite 210

1400 Gulf Shore Blvd.

Naples, FL 34102

DOMESTIC FILING

NAME:

BODY WORKS STUDIO, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION FOR

BODY WORKS STUDIO L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company is:

Body Works Studio L.L.C. hereinafter ("Company".)

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Tanglewood Shopping Center #120 4910 Tamiami Trail North Naples, FL 34103

ARTICLE III - DURATION

The company shall have perpetual existence, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, retirement, insanity, resignation, expulsion or dissolution of any member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE V – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members.

ARTICLE VI – MANAGEMENT

The Company is to be managed by a Managing Member and the name and address of such Management is:

Charles Giddens 9927 Brassie Bend Naples, FL 34108

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Certificate of Designation of Registered Agent/Registered Office for the Company is attached hereto and incorporated herein as Exhibit "A".

IN WITNE	SS WHEREOF, the undersigned organizers have made and subscribed these Articles
of Organization on	the 23 day of November, 2000.
	MANAGING MEMBER: Charles Giddens
STATE OF FLOI COUNTY OF COL	
The foregoi Charles Giddens.	ng instrument was acknowledged before me this 23 day of \(\frac{\infty}{\infty} \) \(\left(200 \infty) \), by He is [] personally known to me or [\infty] produced drivers' license number as identification.
(SEAL)	Notary Public Printed Name Commission No. My Commission expires

OFFICIAL NOTARY SEAL SHARON M ZUCCARO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC740433 MY COMMISSION EXP. MAY 7,2002

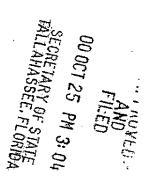


EXHIBIT "A"

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Body Works Studio L.L.C.

2. The name and the Florida street address of the registered agent is:

Charles Giddens 9927 Brassie Bend Naples, FL 34108

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles Giddens

